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RECORDATION NO.

MAR 05 '07 -12 21 PM

SURFACE TRANSPORTATION BOARD

OF COUNSEL
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ELIAS C. ALVORD (1942)
ELLSWORTH C. ALVORD (1964)

March 5, 2007

Mr. Vernon A. Williams
Secretary
Surface Transportation Board
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 11301(a) are two (2) copies of a Memorandum of Lease, dated as of March 1, 2007, a primary document as defined in the Board's Rules for the Recordation of Documents.

The names and addresses of the parties to the enclosed document are:

Lessor: The Andersons, Inc.
480 W. Dussel Drive
Maumee, OH 43537

Lessee: Banc of America Leasing & Capital, LLC
One Financial Plaza, 5th Floor
Providence, RI 02903

Mr. Vernon A. Williams
March 5, 2007
Page 2

A description of the railroad equipment covered by the enclosed document is:

30 gondola railcars within the series AEX 12880 – AEX 12927 as more particularly set forth in the equipment schedule attached to the document.

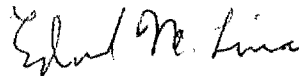
A short summary of the document to appear in the index is:

Memorandum of Lease.

Also enclosed is a check in the amount of \$34.00 payable to the order of the Surface Transportation Board covering the required recordation fee.

Kindly return stamped copies of the enclosed document to the undersigned.

Very truly yours,

A handwritten signature in dark ink, appearing to read "Edward M. Luria". The signature is fluid and cursive, with the first name "Edward" being more prominent.

Edward M. Luria

RWA/sem
Enclosures

MAR 05 '07

12 21 PM

SURFACE TRANSPORTATION BOARD

MEMORANDUM OF LEASE

WITNESSETH

This Memorandum of Lease is entered into as of the 1st day of March, 2007 by and between The Andersons, Inc., and Ohio corporation, having its principal place of business at 480 W. Dussel Drive, Maumee, OH 43537 (hereinafter "Lessor") and Banc of America Leasing and Capital, LLC, having its principal place of business at One Financial Plaza, 5th Floor, Providence, RI 02903 (hereinafter "Lessee").

1. Lessor and Lessee are parties to that certain Full Service Lease Agreement dated June 28, 2006 and (the "Master Lease"), and Rider Deal #R00971 dated June 28, 2006 (the "Schedule"), whereby Lessor leases to Lessee thirty (30) railcars bearing railroad reporting marks as noted on attached Exhibit "A".
2. The parties desire to execute this Memorandum for purposes of memorializing of record the Master Lease and Schedule contemplated hereby.
3. This Memorandum of Lease may be executed in any number of counterparts, each executed counterpart constituting an original but altogether only one and the same Memorandum of Lease.

[Signature Pages to Follow]

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSEE:

BANC OF AMERICA LEASING AND CAPITAL, LLC

By: Patricia Smith-Disu

Name: Patricia Smith-Disu

Title: Vice President

Date: 3/5/07

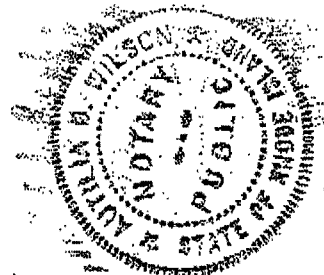
STATE OF RHODE ISLAND)

COUNTY OF PROVIDENCE) SS:

The foregoing instrument was acknowledged before me this 5th day of March, 2007, by Patricia Smith-Disu, a Vice President of Banc of America Leasing and Capital, LLC, a Delaware limited liability company, on behalf of the company.

Autilia B. Wilson
Notary Public

Autilia B. Wilson
Notary Public
State of Rhode Island
Providence Plantations
My Commission Expires: 10/20/08



Signature Page for Memorandum of Lease

IN WITNESS WHEREOF, the parties have executed this Memorandum of Lease as of the day and year first written above.

LESSOR:

THE ANDERSONS, INC.

By: Nicholas Conrad

Name: Nicholas C. Conrad

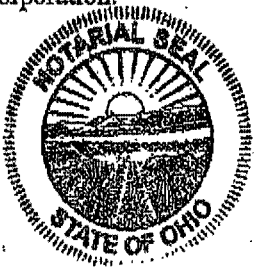
Title: Assistant Treasurer

Date: 3/02/07

STATE OF OHIO)

COUNTY OF LUCAS) SS:

The foregoing instrument was acknowledged before me this 2nd day of March, 2007, by Nicholas C. Conrad, an Assistant Treasurer of The Andersons, Inc., an Ohio corporation, on behalf of the corporation.



Judy A. Baldwin
Notary Public

JUDY A. BALDWIN
Notary Public, State of Ohio
Commission Expires 02/01/2010

Exhibit A


Thirty (30) Gondolas

1	AEX 012880	16	AEX 012907
2	AEX 012882	17	AEX 012908
3	AEX 012884	18	AEX 012909
4	AEX 012885	19	AEX 012913
5	AEX 012889	20	AEX 012914
6	AEX 012890	21	AEX 012915
7	AEX 012891	22	AEX 012916
8	AEX 012892	23	AEX 012917
9	AEX 012893	24	AEX 012918
10	AEX 012894	25	AEX 012919
11	AEX 012898	26	AEX 012921
12	AEX 012900	27	AEX 012922
13	AEX 012902	28	AEX 012923
14	AEX 012905	29	AEX 012926
15	AEX 012906	30	AEX 012927

CERTIFICATION

I, Edward M. Luria, an attorney licensed to practice in the District of Columbia, the State of Delaware and the Commonwealth of Pennsylvania, do hereby certify under penalty of perjury that I have compared the attached copy with the original thereof and have found the copy to be complete and identical in all respects to the original document.

Dated: March 5, 2007

A handwritten signature in cursive script, appearing to read "Ed M Luria", written over a horizontal line.

Edward M. Luria